

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FITZGIBBON MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 2011.



4621519 8300

110969474

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9003698

DATE: 08-31-11

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "FITZGIBBON MEDIA, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "FITZGIBBON MEDIA, LLC" TO "FITZGIBBON MEDIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2011, AT 12:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4621519 8100V

110944593

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8989813

DATE: 08-24-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:31 PM 08/23/2011
FILED 12:31 PM 08/23/2011
SRV 110944593 - 4621519 FILE

STATE OF DELAWARE CERTIFICATE OF
CONVERSION FROM A LIMITED LIABILITY
COMPANY TO A CORPORATION PURSUANT TO
SECTION 265 OF THE DELAWARE GENERAL
CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is November 10, 2008
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is
FitzGibbon Media, LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is
FitzGibbon Media, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the
converting Limited Liability Company have executed this Certificate on the 23rd day of August,
2011.



Alexander B. Thomson
Incorporator

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:31 PM 08/23/2011
FILED 12:31 PM 08/23/2011
SRV 110944593 - 4621519 FILE

CERTIFICATE OF INCORPORATION
OF
FitzGibbon Media, Inc.

A CLOSE CORPORATION

FIRST: The name of this corporation is FitzGibbon Media, Inc.

SECOND: Its registered office in the state of Delaware is to be located at 901 Market Street, Suite 460, Wilmington, New Castle County, Delaware 19801. The registered agent in charge thereof is the American Corporate Registry Inc. at the same address.

THIRD: The nature of the business and the object and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized capital stock of the corporation is divided into one thousand (1,000) shares of no-par value.

FIFTH: The name and mailing address of the incorporator is as follows: Alexander B. Thomson, Thomson Management Group, Inc. 2108 North Military Road, Arlington, VA 22207

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and address of the person who is to serve as managing stockholder is Trevor FitzGibbon, 1022 Spring Road NW, Washington, DC 20010; however the authority to make and to alter or amend the by-laws and establish policy for the corporation May be vested in the Board of Directors.

SEVENTH: All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation of Law, including the requirement that each stockholder shall offer to the Corporation or to other stockholders of the Corporation a thirty (30) day first refusal option to purchase their stock should they elect to sell their stock.

NINTH: The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, Alexander B. Thomson, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: Arlington, Virginia
THIS 23rd Day of August 2011


Alexander B. Thomson